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March 18, 1999

Florida Secretary of State
Corporation Division
P.O. Box 6237
Tallahassee, FL 32314

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*****78.75 *****78.75

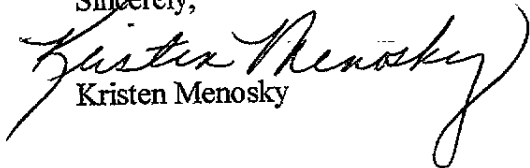
Dear Sirs,

Enclosed please find Articles of Incorporation in reference to *The Gift Solution*, a new business to be established as a Florida corporation. Please return to us a certified copy of the Articles of Incorporation upon completion of filing. A check for \$78.75 is enclosed to cover the required filing fees as well as the certified copy. All correspondence should be sent to the following address:

Kristen Menosky
4888 Valley Field Drive
Oldsmar, FL 34677

If there are any questions regarding the information provided, please contact me at 727-781-4993. Thank you for your assistance.

Sincerely,


Kristen Menosky

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
The GIFT SOLUTION, INC.

ARTICLE I

NAME: The name of the corporation shall be The GIFT SOLUTION, Inc.

ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:
4888 Valley Field Dr.
in the City of Oldsmar, County of Pinellas
State of Florida, 34677, and may transact its business and maintain offices for
such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE AND DURATION: The purpose for which this corporation is organized is the transaction of any and all
lawful business for which a corporation may be incorporated under the laws of Florida
as they may be amended from time to time, and whose existence shall be perpetual.

ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of RETAIL SALE
OF GIFT BASKETS AND VARIOUS GIFT ITEMS (bath, kitchen,
home accessories).

ARTICLE V

INCORPORATORS (AND INITIAL DIRECTORS): The names and addresses of the incorporators and (if required
or permitted by State Laws) the persons who will serve as the initial board of directors until the annual meeting of the
stockholders or until their successors have been elected and qualified are:

Kristen Menosky
(Name)

4888 Valley Field Drive
(Address)

Oldsmar, FL 34677
(City/State/Zip Code)

Theresa A. Vessey
(Name)

4889 Valley Field Drive
(Address)

Oldsmar, FL 34677
(City/State/Zip Code)

Antonina M. Vollmer
(Name)

7436 Monte Verde
(Address)

Sarasota, FL 34238
(City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

ARTICLE VI

DIRECTORS: The business and affairs of this corporation shall be conducted by a Board of Directors whose number shall not be less than (3), nor more than (5) members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

ARTICLE VII

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

ARTICLE IX

CAPITAL STOCK: (Indicate below, the number and class, if applicable, of the Capital Stock)

The corporation shall have the authority to issue Thirty thousand (30,000) Shares of Common Stock with unlimited voting rights. Said shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

The corporation shall have the authority to issue _____ Shares of Common Stock, each share to have a Par Value of \$ _____; The shares may be issued upon such terms as the Board of Directors may from time to time authorize including the designation as to whether such shares shall be voting or non-voting.

The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: _____ Shares of Common Stock with _____ Par Value, designated as Class A Common Stock; and _____ Shares of Preferred Stock with a Par Value of \$ _____ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

ARTICLE X

STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and address of the initial Statutory (Resident) (Registered) Agent for the corporation who agrees to accept service of process on behalf of this corporation is:

Kristen Menosky 4888 Valley Field Drive
Oldsmar, FL 34677

ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, we have set our hands this 16 day of March, 19 99.

Kristen Menosky
Signature of Incorporator

[Signature]
Signature of Incorporator

[Signature]
Signature of Incorporator

Signature of Incorporator

ACKNOWLEDGMENT
(Not required in all States)

State of Florida)
County of Pinellas) ss.

On this 17th day of March, 1999, before me, the undersigned Notary Public, personally appeared, Antonia Vollmer, Theresa Vessey, Kristen Menosky to me known to be the individual(s) described in and who executed the foregoing Instrument and acknowledged that he(she)(they) executed the same for the purposes therein contained.

My Commission Expires: _____

Nancy M. Gregory
Notary Public
NANCY M. GREGORY
MY COMMISSION # CC 854509
EXPIRES: June 10, 2001
Bonded Thru Notary Public Underwriters

Seal

If acknowledged in State of Florida, complete section below:
(Check One) Personally Known (or) Produced Identification

If applicable, Type of Identification Produced: _____

Antonia Vollmer V456 013487960
Theresa Vessey V200 801611650
Kristen Menosky MS20 500 66 9640

Consent Of
Statutory (Registered) Agent
For

The GIFT Solution, Inc.

FILED
99 MAR 22 PM 1:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- By:
 Individual
 Corporation
 Limited Liability Co.

(Check applicable box and complete)

Individual: I, Kristen Menosky the undersigned,
whose address is 4888 Valley Field Dr. Oldsmar, FL 34677

Corporation: I, Kristen Menosky the President of
The GIFT Solution, Inc.
a(n) Florida Corporation, whose principal address in this State is 4888 Valley
Field Drive, Oldsmar, FL 34677

L.L.C.: I, _____ the _____ of
a(n) _____ Limited Liability Company, whose principal address in this State is _____

having been appointed to act as Statutory Agent for The GIFT Solution, Inc.
a(n) Florida

corporation, BY THESE PRESENTS, hereby consent to act in that capacity until removal or resignation is submitted
in accordance with the laws of the State of Florida

Dated: 3/10/99

Kristen Menosky
(Signature of individual Agent)

(Name of Corp. or L.L.C., if entity Agent)

By: _____
Signature of authorized officer, if entity
4888 Valley Field Drive
Address
Oldsmar, FL 34677
City/State/Zip Code

Note: This Form is only required if the Statutory Agent is not one of the incorporators.